

# Carroll McKenney Foundation for Public Media, Inc.

## Minutes

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For the  
Sunday, July 6, 2008  
Board of Trustees Meeting (#1)  
4pm

(Via Telephone Conference Call)

**Trustees present** (first meeting of the board year): Desta L. Horner (1), Trustee, President and Secretary; Richard C. Steck II (1), Trustee; and, Stephen McKenney Steck (1), Trustee, CEO, and Treasurer. (Total trustees present: 3 out of 3 current trustees– 3 of 3/100%; cumulative average present – 3 of 3/100%)

**Trustees absent:** None

*Note – the number in parentheses after each trustee's name indicates the total number of board meetings attended by that trustee in board-year 2008.*

### **Call to Order:**

The first meeting of Carroll McKenney Foundation for Public Media, Inc for board year 2008 was called to order at 4pm by Stephen McKenney Steck, trustee and CEO.

It was agreed that all participants could clearly hear and be heard on this telephone conference call. Additionally, each trustee confirmed receipt and reading of agenda-related material mailed to each prior to the meeting.

Mr. S. Steck noted this was the inaugural meeting of the foundation board. He expressed his appreciation to the trustees for their confidence in CMF and for their willingness to serve on the board in a leadership role.

He noted that a quorum was present.

### **Selection of a Moderator:**

Mr. S. Steck noted that presently CMF has no elected board chair, per se, to preside at this or any board meeting. This is as a result of the currently stated preference that no trustee who is a "Carroll" or a "McKenney" family member or a trustee related to one of those family members be eligible to serve as board chair of CMF.

To that end, he recommended that the current members of the board select a trustee from among themselves to serve as a "moderator" to facilitate this meeting.

After some discussion, and by unanimous common consent, Stephen McKenney Steck, in his role as CEO and trustee of CMF, was selected to serve as moderator of this and all future meetings of the CMF board until such time as a chair is elected by the board.

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**Acknowledge Filing and Approval of Articles of Incorporation:**

Moderator Steck reviewed CMF's Articles of Incorporation approved on January 7, 2008 by the State of Florida, noting that date to become CMF's official anniversary date.

After discussion and by unanimous common consent, the board acknowledged the recent filing and subsequent approval of CMF's Articles of Incorporation by the Florida Department of State Division of Corporations.

**Election of CMF Vice President:**

Moderator Steck advised that a position of Vice President will be important in CMF's governance structure and administration.

After discussion and by unanimous common consent, the board elected Trustee Richard C. Steck II to serve CMF in this capacity.

**Review and Adopt By-Laws:**

Moderator Steck provided a proposed draft of corporate by-laws, noting that CMF's legal counsel had reviewed and approved the draft.

After discussion and by unanimous common consent, the board approved the by-laws as presented.

**Check Signing Authorization:**

Moderator Steck noted that Article XI, Section 11.3 of the by-laws required the CMF board to determine who shall be authorized to sign CMF expense checks.

Moderator Steck, in his additional role as CMF treasurer, proposed that any check in the amount of \$00.01 to \$9,999.99 by either the CEO or the president or, in the absence of both, the vice-president. Further, Moderator Steck proposed that any check in the amount of \$10,000 or above be signed by both the CEO and the president or, in the absence of both, any two (2) other CMF trustees one of whom must be the chair or the vice-chair.

After discussion and by unanimous common consent, the board approved the check signing procedure and levels as presented.

**Review and Adopt Conflict of Interest Policy:**

Moderator Steck provided a proposed conflict of interest policy draft, noting that CMF's legal counsel had reviewed.

After discussion and by unanimous common consent, the board approved the conflict of interest policy as presented.

**Nomination and Election of Candidates to Serve as Trustees on the CMF Board:**

Moderator Steck proposed a roster of three (3) candidates for the board to consider electing to serve an initial one year term on the CMF board. He reviewed their credentials, his relationship with each, and advised that each were willing to serve on the board.

After discussion and by unanimous common consent, the board elected Linda W. Chapin, José A. Fajardo and Emerson R. Thompson, Jr., to serve an initial one-year term on the CMF board.

**Review and Authorize Filing of IRS 1023 – Application for Recognition of Exemption Under Section 501-c-3 of the Internal Revenue Code:**

Moderator Steck reviewed CMF's application to the IRS to be recognized as a 501-c-3 public charity. He noted that CMF's legal counsel had approved the draft for filing.

After discussion and by unanimous common consent, the board approved the draft and authorized the CEO to instruct CMF's attorney to file the application with the IRS.

**Report, Discuss and Consider Major Initiatives in Progress:**

Moderator Steck presented background information regarding major issues now being developed related to CMF's mission.


Board members discussed and considered each initiative.


**Other Business:**

No other business was brought before the board.

**Adjourn:**

By unanimous common consent, the board meeting adjourned at 5:30pm.

  
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Desta L. Horner, Secretary

  
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Date